



Constitution

Introduction

Diabetes mellitus is reaching epidemic proportions worldwide. Type 1 diabetes usually starts in childhood. This form of diabetes requires insulin injections for treatment. Children need multiple injections each day, have to check their blood sugars regularly and be careful about diet and activity. Until a cure is found, insulin injections, blood testing, diet and physical activity are the focus for these children and their families with the aim of leading normal, healthy lives and preventing the complications of diabetes. Support for children and their families, is therefore essential to ensure the best possible outcomes.

A Diabetes Camps Association was formed in KZN in 2006 to organise camps for children with diabetes. Regular camps are an important and integral part of the management of children with diabetes. The aim of the camps is for the child to get to know other diabetic children, learn self-care skills and self-discipline, learning how to cope better with diabetes and to have fun! Camps include adventure camps with an emphasis on teamwork, personal challenges, learning about nature, fun and games and day camps for toddlers with diabetes. Over time the support of children with diabetes evolved to include picnics, courses for teachers and support group meetings.

As the nature of the support changed, so did the remit of Diabetes Camps Association. The Sugarbabe Foundation was established in 2011 to encompass the wider support needed for children with diabetes.

Name and adoption of amended constitution

The organization is called the Sugarbabe Foundation.

The constitution of the organisation is amended by the adopting of this amended constitution.

Definitions

In this constitution, unless the context otherwise indicates:

- 'Foundation' means The Sugarbabe Foundation.
- 'Board' means Board of the Sugarbabe Foundation, elected in accordance with clause 5
- 'Member' means a person, organisation or interested party to which membership to Sugarbabe Foundation has been granted for the current year.
- 'Membership' means membership of the Sugarbabe Foundation

1. Aims and Objectives

The primary objectives of the Sugarbabe Foundation shall be to provide support, assistance, counselling and care to children suffering from diabetes, and to their families. This object shall be achieved by, *inter alia*:

- Setting up support groups for, and opportunities for interaction between, children who have diabetes;
- Setting up support groups for, and opportunities for interaction between the families of children who have diabetes;
- Organising and holding camps for children with diabetes;
- Keeping parents of children with diabetes informed regarding developments in medical research, advice and intervention for diabetes;

- Providing advice and assistance to impoverished families of children with diabetes, allowing them to access medical care;
- Educating and training parents so that they can deal with their children's health care issues properly;
- Organising other means of support for children with diabetes and their families; and
- Raising funds for the administration of the various activities of the Foundation.

These objects of the Foundation shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent.

2. Body Corporate

The Foundation is a juristic person with perpetuity of existence, independent of its members, capable of acquiring, hiring, holding and disposing of property, of suing or being sued in its corporate name and of performing all such acts as are necessary for or incidental to the performance of its functions and the exercise of its powers.

3. Membership

3.1. The members of the Foundation shall be any persons who have a constructive interest in providing support for children with diabetes and their families. These may include health care professionals, parents of children with diabetes, persons with diabetes, or members of the public with a special interest in diabetes.

3.2. Annual membership fees shall be paid in full prior to membership being granted and an annual membership certificate issued. A full member has one vote.

4. Membership Fees

4.1. Full Membership Fee

A full member shall pay an annual membership fee of an amount as determined by the Board and notification of any change thereof, will be included in the agenda of the General Meeting. Membership fees become due by the 1st July of each year.

4.2. Pro - rata Membership Fee

A pro-rata membership fee will be paid depending on the month a person applies for membership of the Foundation:

Full membership fee: July to September.

75% membership fee: October to December.

50% membership fee: January to March.

25% membership fee: April to June.

5. The Board

5.1 The Board shall consist of 5 members that shall be elected at an Annual General Meeting provided that at least 3 of the Board members shall be persons who are not connected persons (as defined in Income Tax Act 1962 as amended ("the Act")) in relation to each other. No single person shall directly or indirectly control the decision-making powers of the Foundation.

5.2 A Chairperson, Vice-chairperson, Treasurer and two (2) Board members shall be elected.

5.3 Each member of the Board shall be elected for a 3 year term and may be re-elected for further terms. Members shall be eligible for more than 1 continuous term on the Board, and members shall try to ensure that at least two thirds of the Board continues in office, at each election.

5.4 A Board member shall vacate his/her office as such if:

- he/she resigns;
- he/she is found to be of unsound mind or a lunatic; or

- he/she becomes insolvent whether provisionally or finally, voluntarily or under compulsion, or assigns his/her estate for the benefit of or compounds with his/her creditors;
- he/she becomes disqualified to act as a director of a company in terms of the laws applicable to companies of the Republic of South Africa;
- he/she fails to attend three consecutive meetings of the Board without having been excused from attendance by the remaining Board members; or
- he/she is voted out of office by resolution of two-thirds of the members.

6. Administrator

The Board is empowered at its discretion to employ an Administrator. His/her salary and terms of employment shall be determined by the Board, subject to 10.7. The administrator shall be responsible for the daily running of the foundation. Policy direction, major decisions and support shall be the responsibility of the Board. The administrator is responsible for arranging, conducting and writing minutes of meetings of the Foundation.

7. Duties of Office Bearers

7.1. The Board shall have all judicial and executive functions common to an organisation. It shall formulate procedures, rules and regulations subject to the approval of the members at an Annual General Meeting. The Board may co-opt persons from time to time and may form working groups. The co-opted persons shall have no vote.

7.2. Decisions of the Board shall be made by a simple majority vote. In the event of an equality of votes the Chairperson shall have the casting vote as well as a deliberate vote.

7.3. Three (3) or more members of the Board shall form a quorum at a convened meeting of the Board.

7.4. The Board shall meet when necessary. Meetings may be held by Board members simultaneously in more than one place, provided that the persons involved are linked by telephone, video, teleconference or other facilities such as enable them to communicate and participate in the business of the meeting, as if actually present together at the same time and place.

7.5. The Chairperson shall be responsible to the Board and the Foundation and uphold and promote the aims of the Foundation. He/she shall call special meetings of the members of the Foundation and Board in accordance with the constitution and perform other duties usually pertaining to his/her office. He/she shall prepare a report dealing with the activities of Foundation and deliver this report at the Annual General Meeting. The Chairperson will sign membership certificates after the Administrator has accepted a new member.

7.6. The Vice-chairperson shall assist the Chairperson during their term of office and shall act as Chairperson when the need therefore arises, or in the absence of the Chairperson shall act as Chairperson for the meeting in question. The Vice-chairperson shall be prepared to accept the position of Chairperson if the position becomes vacant.

7.7. The Treasurer shall be responsible for all funds and other property of the Foundation and shall keep proper account thereof. The Treasurer shall submit the account of all distributed and undistributed funds to his/her successor. Subject to the provision of this constitution he/she shall disburse all funds upon order of the Chairperson or the Foundation and shall perform such other duties as may be prescribed by the Foundation. He/she shall present a financial report at each Annual General Meeting. He/she shall be responsible for the documentation regarding cheque signatories at the General Meeting prior to the election of a new Board. Upon termination of office he/she shall deliver all records and documents to her successor.

7.8. The Board members will give priority to attending the Board and General Meetings.

8. Meetings

8.1. The Foundation shall hold one Annual General Meeting per year, to be held within four months of its financial year end, during which the election of the new Board shall take place when necessary.

8.2 Special meetings may be called by the Board or by a notice signed by no less than one fourth (1/4) of the members. Such notice shall contain the proposed agenda, venue and time and shall be mailed at least four (4) weeks before the date of the proposed meeting, unless circumstances otherwise indicate.

8.3. Any member may submit in writing any matter of business, which he/she considers, requires the attention of the Foundation.

8.4. Proposed amendments to the constitution with complete motivations may be submitted in writing to the Board via the Chairman.

8.6. The constitution of the Foundation may be amended by a two-thirds (2/3) majority vote of members present in person or by proxy at an Annual General Meeting provided that the proposed amendments have been circulated to all paid-up members of the Foundation at least four (4) weeks before such a meeting takes place. The amendments shall be fully discussed at such a meeting before voting takes place. Copies of such amendments shall, if the association is exempted from payment of normal tax or authorised to issue receipts under s18A of the Income Tax Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative and, if the association is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.

8.7. A quorum for the Annual General Meetings shall be one tenth (1/10) of paid-up members including at least three (3) Board members present in person. In the event of a quorum not being present, the Chairperson or Vice-chairperson shall be empowered to postpone the meeting for a minimum of two (2) weeks. The members present at this postponed meeting must constitute a quorum, provided that all paid-up members have been given notice of this postponed meeting.

8.8. The proceedings of any meeting may only be communicated to the press with the approval of the Board and communicated by the Chairperson.

9. Voting

9.1. When decisions are to be made, each full member shall be entitled to one (1) vote in person or by proxy at the Annual General meeting of Foundation. In the event of equality of votes, the Chairperson shall have a casting vote.

9.2. Nomination for office bearers or Board members may be made by two (2) paid-up members. The nominees must indicate their willingness to serve, prior to election. Candidates for the Board must have been members for a minimum of one (1) year. Nominations will be called for at the meeting and voting will be done by a show of hands unless a secret ballot is requested by any member.

9.3. Each member shall be entitled to one (1) vote either in person or by proxy at the General Meeting at which the election takes place.

10. Finance

10.1. The Board shall be empowered to open an account at any registered bank or building society for the purpose of depositing, withdrawing, investing and distributing funds.

10.2. Signatures for banking accounts and cheque signatories shall be the Treasurer and one (1) other Board member.

10.3. The Sugarbabe Foundation's financial year shall be from 1 July until 30 June each year.

10.4 Persons shall be entitled from time to time to add to the capital of the Foundation by donation or otherwise. The board members shall be entitled to accept any addition to the capital of the Foundation but shall be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act 1962 as amended ("the Act"): Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole object or purpose the carrying out of any public benefit activity as defined in the Act) may not impose conditions which could enable such donor or any connected person (as defined in the Act) in relation to such donor to derive some direct or indirect benefit from the application of such donation.

10.5 The income and property of the Foundation, whencesoever derived, shall be applied solely towards the promotion of its main objects and no portion thereof shall be paid or transferred, or indirectly by way of dividend, bonus or otherwise howsoever, to the Board members or employees, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant or employee of the Foundation return for services actually rendered to the Foundation. No activity of the Foundation shall, directly or indirectly, promote the economic self interest of any Board member or employee, otherwise than by reasonable remuneration and no funds shall be distributed to any person (other than in the course of carrying out the objects of the Foundation).

10.6. Travelling costs to any meeting must be borne by the member individually unless agreed otherwise by the Board.

10.7 The Foundation will not pay any remuneration, as defined in the Fourth Schedule of the Act, to any employee, Board member, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner which is not consistent with its objects. No activity of the Foundation will, directly or indirectly, promote the economic self-interest of any Board member or employee, otherwise than by way of reasonable remuneration.

10.8 The Foundation shall be prohibited from using its resources directly or indirectly to support, advance or oppose any political party.

10.9 The Foundation shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Act.

10.10 No Board member shall be liable to make good to the Foundation or any beneficiary, any loss occasioned or sustained by any cause, howsoever arising, except such loss as may arise from or be occasioned by his own personal dishonesty or other wilful misconduct or gross negligence or from the failure of the Board member to show the care, diligence and skill which can reasonably be expected of a person who manages the affairs of another.

10.11 The Board members shall be indemnified out of the Foundation Funds against all claims and demands of whatsoever nature that may be made upon them arising out of the exercise or purported exercise of any of the powers hereby conferred upon them except where such claims arise from or from the failure of the Board member to show the care, diligence and skill which can reasonably be expected of a person who manages the affairs of another.

11. Affiliation

At the discretion of the Board, affiliation to other professional societies and associations may be sought in both national and international arenas.

12. Termination of Membership

Membership of the Foundation may be terminated for any reason considered to be in the best interest of the Foundation. Such termination requires the following:

- The policy and procedure for disciplinary hearing and action as legally prescribed will be applied as far as applicable.
- A written complaint may be filed with the Board.
- The complaint is to be investigated by a Disciplinary Committee, appointed by the Chairperson. This Committee shall consist of three (3) members of the Board.
- An opportunity must be given to the member in question to defend him/herself in person or in writing before the Disciplinary Committee, where-after the Disciplinary Committee will make a decision.
- The findings of the Disciplinary Committee are to be lodged with the Board.
- Both the member in question and the Disciplinary Committee acting in the best interests of the Foundation may seek legal advice or representation at their own cost.
- The members of the Board who were not members of the Disciplinary Committee shall hear the appeal and after due consideration make a decision.
- The decision of the Board is final and binding.
- The member may re-apply for membership to Foundation and the application will be reconsidered.

- Membership automatically terminates if current membership fees are not paid.

13. Winding Up

13.1 Should at any time the Board find it necessary to wind-up the affairs of the Foundation, for whatever reason, all existing members shall be notified of the Board's intentions and a Special meeting shall be called for all members. Four (4) weeks' notice shall be given of such a meeting and a vote of two-thirds (2/3) majority of those members present in person or by proxy at such a meeting shall determine whether the Foundation shall be wound up.

13.2 A resolution of the members for the termination of the Foundation shall provide that after payment is made of the liabilities of the Foundation, the whole of the remaining capital shall be paid to an institution or institutions nominated by the members in the Republic of Southern Africa which are:

13.2.1 non-profit;

13.2.2 which have as their principal object an object similar to that of the Foundation;

13.2.3 which, if the Foundation is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:

13.2.3.1 any similar public benefit organisation, which has been approved in terms of section 30 of the Act;

13.2.3.2 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Act, which has its sole or principal object the carrying on of any public benefit activity; or

13.2.3.3 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or(b) of the Act; and

13.2.4. if the Foundation is registered as a NonProfit Organisation, which are themselves registered as NonProfit Organisations.

CONFIRMED AS ADOPTED BY THE ASSOCIATION

CHAIRPERSON